

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF OREGON

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Sunshine Dairy Foods Management, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

Sunshine Dairy Foods

3. Debtor's federal Employer Identification Number (EIN) 20-8186415

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

801 NE 21st Ave
Portland, OR 97232

Number, Street, City, State & ZIP Code

Multnomah
County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
- ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☐ No☒ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☒ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?****801 NE 21st Ave
Portland, OR, 97232-0000**

Number, Street, City, State & ZIP Code

Is the property insured?☒ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Sunshine Dairy Foods Management, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **May 8, 2018**
MM / DD / YYYY

X /s/ Norman Davidson III
Signature of authorized representative of debtor

**President of Karamanos Holdings, Inc.,
Managing Member**
Title

Norman Davidson III
Printed name

18. Signature of attorney

X /s/ Douglas R. Ricks
Signature of attorney for debtor

Date **May 9, 2018**
MM / DD / YYYY

Douglas R. Ricks
Printed name

Vanden Bos & Chapman, LLP
Firm name

**319 SW Washington
Suite 520
Portland, OR 97204**
Number, Street, City, State & ZIP Code

Contact phone **503-241-4869** Email address

044026 OR
Bar number and State

**United States Bankruptcy Court
District of Oregon**

In re **Sunshine Dairy Foods Management, LLC**

Debtor(s)

Case No.

Chapter

11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	Hourly *
Prior to the filing of this statement I have received	\$	100,000.00
Balance Due	\$	Unknown

2. The source of the compensation paid to me was:

☐ Debtor ☒ Other (specify): **Karamanos Holdings, Inc.**

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

***Debtor has agreed to pay an hourly rate for all pre and post-petition services. Minimum fee of \$100,000.00, inclusive of filing fee of \$1,717.00.**

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

None

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

May 9, 2018

Date

/s/ Douglas R. Ricks

Douglas R. Ricks

Signature of Attorney

Vanden Bos & Chapman, LLP

319 SW Washington

Suite 520

Portland, OR 97204

503-241-4869

Name of law firm

Fill in this information to identify the case:

Debtor name Sunshine Dairy Foods Management, LLC

United States Bankruptcy Court for the: DISTRICT OF OREGON

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 8, 2018

X /s/ Norman Davidson III

Signature of individual signing on behalf of debtor

Norman Davidson III

Printed name

President of Karamanos Holdings, Inc., Managing Member

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Sunshine Dairy Foods Management, LLC**
 United States Bankruptcy Court for the: **DISTRICT OF OREGON**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders
12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Andersen Plastics PO Box 310 Battle Ground, WA 98604-0310	Linda Erickson andersonap@yahoo.com 360-687-7171	Vendor Debt				\$64,326.63
Bev Cap Management, LLC 120 W Virginia St Suite 200 Mckinney, TX 75069	Michelle Cummings michelle@bevcapmanagement.com 469-424-3419	Vendor Debt				\$116,919.00
Boon Chapman 9401 Amberglen Blvd Austin, TX 78729	Grabielle Rico gabriller@boonchapman.com 512-233-7240	Vendor Debt				\$178,513.89
Country Lane Dairy 18555 SW Teton Ave Tualatin, OR 97062	Kaye N. Barnes Kaye.barnes@keystone-pacific.com 503-303-0360	Vendor Debt				\$297,506.79
Danisco USA, Inc PO Box 32020 New York, NY 10087-2020	Daniel Usieto daniel.usieto@dupont.com 913-353-2931	Vendor Debt				\$255,547.72
Domino Foods, Inc PO Box 79066 City Of Industry, CA 91716-9066	Alessia Zalambani Alessie.Zalambani@asr-group.com 410-951-5791	Vendor Debt				\$70,345.28
Ernest Packaging Solutions 9255 NE Alderwood Rd. Portland, OR 97220	Monique Gonzales mgonzales@ernestpkg.com 323-923-3177	Vendor Debt				\$200,253.24

Debtor **Sunshine Dairy Foods Management, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
First Business Capital Corp. Attn: Mark Buchert, VP-Account Executive 401 Charmany Dr Madison, WI 53719	Mark Buchert, VP - Acct Exec. mbuchert@firstbusiness.com 608-232-5986	All Assets wherever located. UCC #91352308		\$6,328,000.00	\$0.00	\$6,328,000.00
First Business Capital Corp. Attn: Mark Buchert, VP-Account Executive 401 Charmany Dr Madison, WI 53719	Mark Buchert, VP - Acct Exec. mbuchert@firstbusiness.com 608-232-5986	Line of Credit		\$2,764,939.30	\$0.00	\$2,764,939.30
Grupo Phoenix 18851 NE 29th Ave, Suite 601 Aventura, FL 33180	Karen Alvarado karen.alvarado@grupophoenix.com 623-336-7016	Vendor Debt				\$142,929.55
High Desert Milk, Inc. 1033 Idaho St Burley, ID 83318	Steven Tarbet starbet@highdesertmilk.com 208-878-6455	Vendor Debt				\$70,371.16
Larsen's Creamery, Inc. 16940 SE 130th Avenue Clackamas, OR 97015	Melody Librande melodyl@larsenscreamery.com 503-650-6162	Vendor Debt				\$133,215.65
LTI, Inc. PO Box 34026 Seattle, WA 98124-1026	Karen McKinnon karenm@lynden.com 206-444-4242	Vendor Debt				\$87,784.56
Mayfield Farms, LLC 18555 SW Teton Ave Tualatin, OR 97062	Kaye N. Barnes Kaye.barnes@keystone-pacific.com 503-303-0360	Vendor Debt				\$380,719.21
Pacific Foods Of Oregon, Inc. 19480 SW 97th Ave Tualatin, OR 97062	Ginger Pielage ginger_Pielage@pacificfoods.com 503-692-9666	Vendor Debt				\$116,191.43
Portland Water Bureau PO Box 4216 Portland, OR 97208-4216	Customer Service pwbcustomerservice@portlandoregon.gov 503-823-7770	Water				\$73,347.47

Debtor **Sunshine Dairy Foods Management, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
QCS Purchasing, LLC PO Box 87618 Chicago, IL 60680-0618	Mary DeMarco mary@qcspurchasing.com 630-717-1149	Vendor Debt				\$159,055.16
Stiebrs Farms, Inc. PO Box 598 Yelm, WA 98597	Dianna Stiebrs dianna@stiebrsfarms.com 360-458-3333	Vendor Debt				\$99,936.45
Tetra Pak DEPT CH 10803 Chicago, IL 60055-0803	Bill Ballew william.ballew@tetrapak.com 940-380-4678	Vendor Debt				\$158,628.11
Valley Falls Farm, LLC 18555 SW Teton Ave Tualatin, OR 97062	Kaye N. Barnes Kaye.barnes@keystone-pacific.com 503-303-0360	Vendor Debt				\$412,966.37

DOUGLAS R. RICKS OSB #044026
VANDEN BOS & CHAPMAN, LLP
319 S.W. Washington, Suite 520
Portland, Oregon 97204
TELEPHONE: (503) 241-4869
FAX: (503) 241-3731

Of Attorneys for Debtor-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re)	Case No.
)	
Sunshine Dairy Foods)	CERTIFICATE OF SERVICE
Management, LLC)	RE U.S. TRUSTEE
)	
Debtor-in-Possession.)	

I hereby certify that on May 9, 2018, I prepared a copy of the List of Creditors Holding 20 Largest Unsecured Claims and have carefully compared the same with the original thereof and it is a correct copy therefrom and of the whole thereof. I further certify that this office prepared mailing labels addressed to Debtor, Debtor's Attorney and each contact person for each creditor listed in the List of Creditors Holding 20 Largest Unsecured Claims.

I hereby certify that I served the above on the U.S. Trustee, 620 SW Main Street, Rm. 213, Portland, OR 97205, by email to michael.connolly@usdoj.gov and by mailing a copy of the above-named document and labels to the U.S. Trustee in a sealed envelope, addressed to the U.S. Trustee at the U.S. Trustee's last known address. Said envelope was deposited in the Post Office at Portland, Oregon, on the below date, postage prepaid.

Dated: May 9, 2018

Respectfully submitted;

VANDEN BOS & CHAPMAN, LLP

By: /s/Douglas R. Ricks
DOUGLAS R. RICKS OSB #044026
Of Attorneys for Debtor-in Possession